

County of Loudoun
Department of Planning
MEMORANDUM

DATE: January 13, 2010

TO: Sophia Fisher, Project Manager
Land Use Review

FROM: Pat Giglio, Planner, III
Community Planning

SUBJECT: SPEX 2009-0037 and SPEX 2009-0038 Discovery

EXECUTIVE SUMMARY

The applicant, Discovery Productions Group, Inc., is requesting two Special Exceptions to allow commercial office (television production) and communication and transmission uses on the subject property located at 45580 Terminal Drive in Sterling. The proposed Special Exception applications will permit the continued use of the subject property for commercial uses and would enable the construction of eight additional ground-mounted dish antennas and an associated 2,000 square foot building. The proposed Special Exception uses comply with the planned Business land use designation for the area and are in keeping with the office and light industrial development surrounding the subject property. Staff supports approval of the Special Exception applications with conditions.

BACKGROUND

The applicant, Discovery Productions Group, Inc., is requesting two Special Exceptions to allow commercial office (television production) and communication and transmission uses on the subject property. The 7.86 acre subject property is located north of Shaw Road (Route 636) and west of Terminal Drive, at 45580 Terminal Drive in Sterling. The subject property features a 54,846 square foot, single-story building used for television production and ten ground-mounted dish antennas of varying sizes used for the transmission of television content to satellites. The proposed Special Exception applications will permit the continued use of the subject property for commercial uses and would enable the construction of eight additional ground-mounted dish antennas and an associated 2,000 square foot building to provide the needed infrastructure for these additional antennas. The applicant proposes an enhanced landscape buffer on

the perimeter of the property adjoining Shaw Road to screen the proposed antennas from the surrounding properties, which include other flex-industrial and office uses.

The property is currently zoned PD-IP (Planned Development – Industrial Park) and governed under the provisions of the 1972 Zoning Ordinance. The 7.86 acre subject property was created in May 2007 when Lot 1 (4.18 acres) and Lot 56 (3.68) were combined by the applicant through a Boundary Line Adjustment (BLA). Lot 1, which features the existing single-story office building had been approved for commercial uses in 1986 via Commonwealth Center Special Exception (SPEX 1995-0050), however the Special Exception did not include Lot 56. Subsequently, in September 2007 after combining the lots the applicant requested and was granted site plan approval (STPR 2007-0022) for the construction of ground-mounted dish antennas on Parcel 56 by the County in error without receiving the appropriate legislative approval. “Commercial office” and “public utility-communication and transmission” uses are permitted within the PD-IP zoning district by Special Exception only. The proposed Special Exceptions will bring the existing and proposed uses on former Lot 56 and the entire subject property into compliance with the Zoning Ordinance and will permit the expansion of the communication and transmission uses on the property.

A site visit and review of County GIS records did not identify any environmental features on the subject site that would be impacted by the proposed construction. The subject site is located within the Ldn 60 1-mile airport noise contours for Dulles International Airport.

COMPLIANCE WITH THE COMPREHENSIVE PLAN

The property is located in the Sterling Community of the Suburban Policy area and is governed under the policies outlined in the Revised General Plan and Revised Countywide Transportation Plan (CTP) as well as the Eastern Loudoun Area Management Plan (ELAMP). Being the newer of the two plans, the Revised General Plan supersedes the ELAMP when there is a policy conflict between the two (Revised General Plan, Chapter 1, Relationship to Other County Planning Documents, text). The Revised General Plan designates this area for Business uses (Revised General Plan, Chapter 7, Planned Land Use Map). The property is also located within the Route 28 Tax District. The Business land use policies in Chapter 6 of the Revised General Plan were used to evaluate the application.

ANALYSIS

LAND USE

The Revised General Plan designates the subject site as suitable for Business uses and ELAMP designates the site as suitable for industrial/office uses (Revised General Plan, Chapter 7, Planned Land Use Map and ELAMP, Figure 5, Proposed Land Use Map). The Plan envisions that areas planned for Business land uses will develop as either a Regional Office or Light Industrial community (Revised General Plan, Chapter 6, Land Use Category-Business, text). Because the subject property is surrounded by existing flex-industrial developments, Sterling Industrial Park, Dulles North Corporate

Park and Commonwealth Center, which also have an underlying PD-IP zoning, this application is considered under the Light Industrial policies of the Revised General Plan. The intent of the Light Industrial policies, as set forth in the Plan, is to develop a community in which light industrial/flex uses are the predominant component. The policies also call for a maximum of 40% office, as a percentage of the total land area, in any one light industrial development (Revised General Plan, Chapter 6, Light-Industrial Use Policies, Policy 5).

The proposed Special Exception uses, commercial office (television production) and communication and transmission uses, comply with the planned Business land use designation for the area and are in keeping with the office and light industrial development surrounding the subject property. The proposed expansion of the communication and transmission facilities on the subject property while increasing the overall number of dish antennas will not significantly alter the character or design of the site. The applicant has provided an exhibit depicting the proposed landscaping, which appears to sufficiently buffer and screen the proposed dish antennas from the adjoining properties. Staff recommends that the applicant commit to the proposed landscaping as shown and commit to the long-term maintenance and care of the proposed vegetated buffers to ensure the facility is adequately screened.

Staff finds that the proposed Special Exception, commercial office (television production) and communication and transmission uses, on the subject property are in conformance with the Business land use policies of the Revised General Plan. Staff recommends that the applicant commit to the proposed landscaping as shown on exhibit B and commit to the long-term maintenance and care of the proposed vegetated buffers to ensure the facility is adequately screened. Staff supports approval of the applications with conditions.

RECOMMENDATIONS

The proposed Special Exception uses, commercial office (television production) and communication and transmission uses, comply with the planned Business land use designation for the area and are in keeping with the office and light industrial development surrounding the subject property. Staff supports approval of the Special Exception applications with conditions to ensure that the facility is adequately screened and buffered.

cc: Julie Pastor, AICP, Planning Director
Cindy Keegan, AICP, Division Manager, Community Planning-via email

COUNTY OF LOUDOUN
DEPARTMENT OF BUILDING AND DEVELOPMENT
ZONING ADMINISTRATION REFERRAL

DATE: January 19, 2010
TO: Sophia Fisher, Project Manager, Planning
THROUGH: Marilee Seigfried, Deputy Zoning Administrator
FROM: Andrew Willingham, Planner, Zoning Administration
CASE NUMBER AND NAME: SPEX-2009-0037/38; Discovery-Commercial Office & Communication and Transmission Facility
LCTM: /90//10/////1/ **MCPI:** 033-16-5945
PLAN SUBMISSION NUMBER: 1st Referral

I. APPLICATION SUMMARY

Zoning staff has reviewed the above-referenced Special Exception (SPEX) applications for conformance 1972 Loudoun County Zoning Ordinance. The parcel is zoned Planned Development-Industrial Park (PD-IP) in accordance with Section 722 of the 1972 Loudoun County Zoning Ordinance.

SPEX-2009-0037

Boundary Line Adjustment (BLAD)-2007-0004 was approved May 18, 2007 to consolidate two parcels (/94//10/////1/ & /94////////56/). With the approval of BLAD-2007-0004 the newly consolidated parcel (/90//10/////1/) incorporated parcel (/94////////56/) which was not identified under the previously approved SPEX-1985-0050. SPEX-1985-0050 was approved to permit "Commercial Office" in accordance with Section 722.3.2. The intent of this application is to incorporate the use of "Commercial Office" on the newly consolidate parcel, and bring the subject property in conformance with conditions approved with SPEX-1985-0050.

SPEX-2009-0038

The applicant is seeking SPEX approval to permit "communication and transmission" facilities in accordance with Section 722.3.2, specifically to permit transmission satellites on the subject property with a previous determination made (ZCOR-2003-0264) to only allow for receive only satellites to be permitted as an accessory use. The applicant is proposing a maximum of eight (8)

transmission satellites dishes with the maximum height of the proposed satellite dishes being 40'10" (11.3 meters) as proposed on exhibit A and B. In addition, a 2,000 sq. ft. support facility has also been proposed.

The materials submitted for review of the application consist of the following:

1. Information Sheet
2. Statement of Justification dated December 8, 2009
3. Plat

II. Zoning Comments:

- A. No comment in regards to SPEX-2009-0037
- B. In regards to SPEX-2009-0038:
 1. Staff requests that either (1) a plat note be added to "Sheet 1" identifying the total number and maximum height of the proposed satellites, or (2) incorporate exhibits A and B into the proposed special exception plat.
 2. Remove plat note #5 since this is not a district regulated under the 1972 Loudoun County Zoning Ordinance.

County of Loudoun
Office of Transportation Services
MEMORANDUM

DATE: February 3, 2010

TO: Sophia Fisher, Project Manager
Department of Planning

FROM: Marc Lewis-DeGrace, Transportation Planner *LM for MLDG*

SUBJECT: **SPEX 2009-0037 — Discovery Office**
SPEX 2009-0038 — Discovery Communication and Transmission Facility
First Referral

Background

These Special Exception (SPEX) applications seek approval to: 1) allow commercial office use of an existing site, and 2) allow installation of transmission antennas and support facilities. The first application (SPEX 2009-0037) is seeking to bring the property into conformance with the Zoning Ordinance for the portion of the property not covered for the commercial office usage by a previous application. The second application (SPEX 2009-0038) is seeking to allow the installation of satellite antennas and an approximately 2,000 square-foot support facility on the property that can transmit information (the existing antennas can only receive information). According to the Applicant's statement of justification, transmitting antennas are not considered accessory to a commercial office use and require a SPEX application. Access to the site is provided from both Shaw Road (Route 636) and Terminal Drive (Route 1005). A vicinity map is provided as *Attachment 1*.

In its consideration of these applications, the Office of Transportation Services (OTS) reviewed materials received from the Department of Planning on December 18, 2009, including (1) a statement of justification prepared by the Applicant, (2) a traffic letter prepared by Cooley Godward & Kronish, dated December 15, 2009, and (3) a special exception plat (plan set) prepared by The Engineering Groupe, Inc, dated November 10, 2009 revised through December 14, 2009.

Existing, Planned and Programmed Transportation Facilities

The site is located within the Suburban Policy Area (Sterling Community). Major roadways serving the site are described below. OTS review of existing and planned transportation facilities is based on the 2001 Revised Countywide Transportation Plan (2001 Revised CTP) and the 2003 Bicycle & Pedestrian Mobility Master Plan (2003 Bike & Ped Plan).

Shaw Road (Route 636) (segment between Old Ox Road (Route 606) and Sterling Boulevard (Route 846)) is classified by the **2001 Revised CTP** as a minor collector road. It is currently built as a variable two- to four-lane section (R2/U4) within a variable right-of-way (ROW). The **2001 Revised CTP** calls for Shaw Road to be widened to a four-lane roadway (U4 section) within a 70-foot ROW (90 feet within 225 feet of major intersections) with left-and right-turn lanes at major intersections. According to the most recent data provided by VDOT, Shaw Road carries 14,000 vehicles per day.

OTS staff notes that the segment of Shaw Road between the existing site entrance and the northern property line has not been constructed to its ultimate planned four-lane (U4) section (ROW dedication consistent with the ultimate section (35 feet from the ultimate centerline) has been provided as part of a previous site plan). Currently, there are no funds available for completion of this improvement.

The **2003 Bike & Ped Plan** classifies Shaw Road as "baseline connecting roadway" along which bicycle and pedestrian facilities are envisioned. Currently there are no bicycle/pedestrian facilities along this segment of Shaw Road.

Terminal Drive (Route 1005) is a two-lane (U2) local secondary road that serves six (6) existing properties and terminates in a cul-de-sac. Terminal Drive is not part of the CTP network. According to the most recent data provided by VDOT, Terminal Drive carries 2,100 vehicles per day. The **2003 Bike & Ped Plan** makes no mention of Terminal Drive, and there are currently no pedestrian facilities along the roadway.

Trip Generation

The Applicant's December 15, 2009 letter regarding trip generation indicates that the proposed transmission antennas and support facilities will result in a maximum of six (6) additional employees on site, which equates to an additional 12-18 vehicle trips per 24-hour period. This trip total includes approximately four (4) vehicle trips in both the AM and PM peak hour.

While the Applicant's December 15, 2009 letter outlines the anticipated trip generation for the proposed antennas and support facilities (SPEX 2009-0038), the underlying special exception application (SPEX 2009-0037) would allow potential office development on the site that would generate a far greater number of vehicle trips.

Transportation Comments

1. OTS seeks clarification about the Applicant's future plans for the area containing the satellite antennas; staff is concerned about the possible implications (i.e. development potential) associated with the first application (SPEX 2009-0037). Should uses other than the antennas and support facility proposed in SPEX 2009-0038 be contemplated on the site, a revised traffic statement/study would need to be provided to assess the potential need for road improvements in the area.

2. The vicinity map on Sheet 1 of the SPEX plat should be revised to indicate the correct name of Route 28 as "Sully Road."

Conclusion

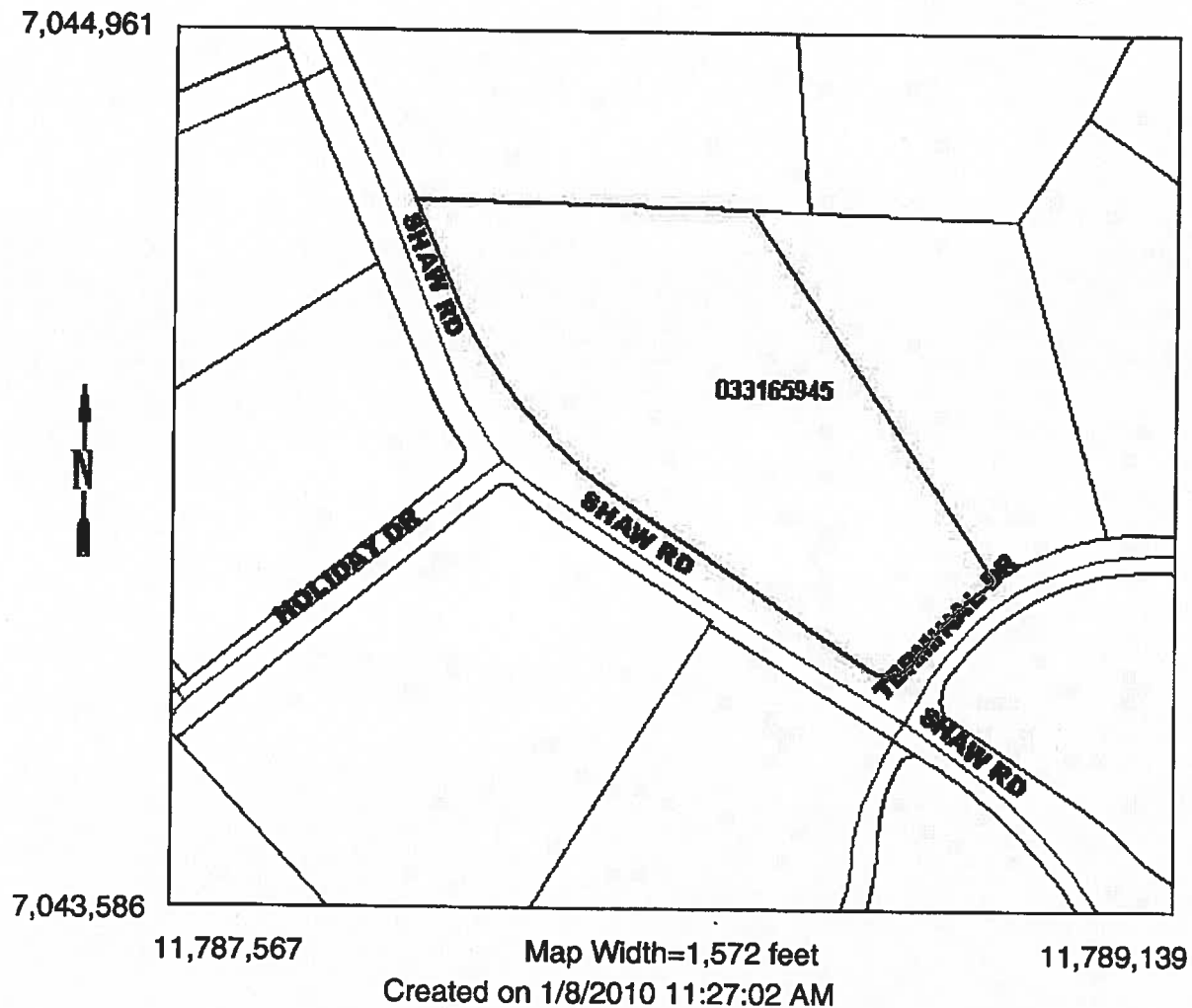
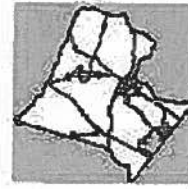
Provided that the comments contained in this referral are addressed, OTS would not object to the approval of these applications.

ATTACHMENTS

1. Site Vicinity Map
2. Applicant's Letter (Site Trip Generation) (December 15, 2009)

cc: Andrew Beacher, Assistant Director, OTS
Lou Mosurak, Senior Coordinator, OTS

Loudoun County Mapping System



PIN	Address
033165945	22746 Shaw Rd Sterling 20166

* General Parcel Information *

PIN: 033165945

Tax Map #: /94//10/////1/

Parcel Address: 22746 SHAW RD STERLING 20166

Owner Name: DISCOVERY PRODUCTIONS GROUP INC

Primary Zoning: PDIP

GIS Parcel Type: P

ATTACHMENT 1



Ben I. Wales
(703) 456-8609
bwales@cooley.com

BY EMAIL ONLY

December 15, 2009

George Phillips
Senior Transportation Planner
Office of Transportation Services
1 Harrison Street, SE 3rd Floor PO Box 7000
Leesburg, Virginia 20177-7000

RE: Discovery Productions Group, Inc.

Dear George:

We have submitted a special exception application on behalf of Discovery Productions, Group, Inc. ("Discovery") to allow the provision of ground-mounted satellite antennas at its property at 45580 Terminal Drive in Sterling. We anticipate a maximum of six employees being needed to service the antennas, which will be split between three shifts over a 24 hour period (approximately two employees per shift). Discovery's shifts operate seven days per week. As you will be aware, special exception applications require the submission of a transportation analysis for the proposed uses. We anticipate this application having a negligible impact on the surrounding road network and do not believe that a detailed traffic study is necessary for this application.

Discovery already occupies the office building at 45580 Terminal Drive. The additional members of staff will be based in this office building and will use the property's existing vehicular access and parking facilities. The site layout and vehicular access was approved under STPL 1997-0068. There are no site distance issues with this approval.

Access to the property is currently provided from both Shaw Road and Terminal Drive. Shaw Road (Route 636) is a minor collector road and approximately 50 feet (of pavement) in width. According to VDOT's 2008 Traffic Data, the portion of Shaw Road providing access to the property (between Old Ox Road (Route 606) and Sterling Boulevard (Route 846)) has an annual average daily traffic volume of 14,000 trips. These trip numbers were generated in January, 2005. Terminal Drive is approximately 45 feet (of pavement) in width. It serves six existing properties and terminates with a cul-de-sac.

We anticipate the proposed special exception use will generate approximately 12-18 trips over a 24 hour period. This will include approximately 4 trips during each of the am and pm peak hour periods.



George Phillips
December 15, 2009
Page Two

Thank you for your attention to this matter. We would be pleased to provide any further information needed during the processing of this application.

Sincerely,

A handwritten signature in cursive script that reads "Ben I. Wales".

Ben I. Wales

cc Glenn Defriest, Discovery Production Group, Inc.

422013 v2/RE

January 19, 2010

Ms. Sophia Fisher
County of Loudoun
Department of Planning MSC#62
1 Harrison Street, S.E.
P.O. Box 7000
Leesburg, Virginia 20177-7000

Re: Discovery (Commonwealth Center Lot 1A)
Loudoun County Application Numbers SPEX 2009-0037 and SPEX 2009-0038

Dear Ms. Fisher:

We have reviewed the above application as requested in your December 17, 2009 transmittal (received December 28, 2009). We have no objection to approval of this application.

If you have any questions, please call me at (703) 383-2424.

Sincerely,

Thomas B. VanPoole, P.E.
Senior Transportation Engineer

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Important! The adopted Affidavit and Reaffirmation of Affidavit forms shall not be altered or modified in any way. Any form that is altered or modified in any way will not be accepted.

REAFFIRMATION OF AFFIDAVIT

In reference to the Affidavit dated 12/8/09
(enter date of affidavit)

For the Application DISCOVERY, with Number(s) SPEX 2009-0037
[enter Application name(s)] [enter Application number(s)]
SPEX 2009-0038

I, BEN I. WALES, do hereby state that I am an

(check one) ☐ Applicant (must be listed in Paragraph C of the above-described affidavit)
☒ Applicant's Authorized Agent (must be listed in Paragraph C of the above-described affidavit)

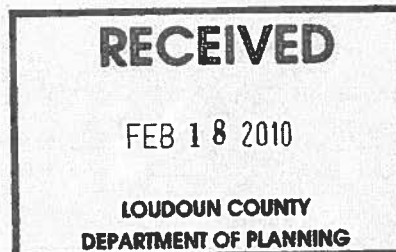
And that to the best of my knowledge and belief, the following information is true:

(check one) ☐ I have reviewed the above-described affidavit, and the information contained therein is true and complete as of _____, or;
(today's date)

☒ I have reviewed the above-described affidavit, and I am submitting a new affidavit which includes changes, deletions or supplemental information to those paragraphs of the above-described affidavit indicated below:

(Check if applicable)

☒ Paragraph C-1
☒ Paragraph C-2
☒ Paragraph C-3
☐ Paragraph C-4(a)
☐ Paragraph C-4(b)
☐ Paragraph C-4(c)



WITNESS the following signature:

Ben Wales
check one: [] Applicant or [X] Applicant's Authorized Agent

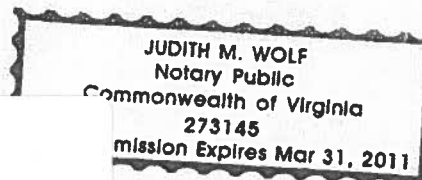
(Type or print first name, middle initial and last name and title of signee)

Subscribed and sworn before me this 17th day of February, 2010, in the State/Commonwealth of Virginia, in the County/City of Fairfax

My Commission Expires: 3/21/2011

Notary Registration Number: 273145

Judith M. Wolf
Notary Public



Revised October 2008

ATTACHMENT 2

A-13

I, Ben I. Wales, do hereby state that I am an

 Applicant

X Applicant's Authorized Agent listed in Section C.1. below

in Application Number(s): SPEX 2009-0037 & SPEX 2009-0038

and that to the best of my knowledge and belief, the following information is true:

C. DISCLOSURES: REAL PARTIES IN INTEREST AND LAND USE PROCEEDINGS

1. REAL PARTIES IN INTEREST

The following constitutes a listing of the names and addresses of all **APPLICANTS, TITLE OWNERS, CONTRACT PURCHASERS** and **LESSEES** of the land described in the application* and if any of the forgoing is a **TRUSTEE**** each **BENEFICIARY** of such trust, and all **ATTORNEYS**, and **REAL ESTATE BROKERS**, and all AGENTS of any of the foregoing.

All relationships to the persons or entities listed above in **BOLD** print must be disclosed. Multiple relationships may be listed together (ex. Attorney/Agent, Contract Purchaser/Lessee, Applicant/Title Owner, etc.) For a multiple parcel application, list the Parcel Identification Number (PIN) of the parcel(s) for each owner(s).

<i>PIN</i>	<i>NAME (First, M.I., Last)</i>	<i>ADDRESS (Street, City, State, Zip Code)</i>	<i>RELATIONSHIP (Listed in bold above)</i>
033-16-5945	Discovery Productions Group, Inc. - Glenn A. DeFriest - Sumeet (nmi) Seam - Catherine (nmi) Carroll - John K. Honeycutt - Alexa (nmi) Verveer - Tamara A. Baker	One Discovery Place Silver Spring, MD 20910	Applicant/Property Owner
	Precision Consulting, Inc. - James E. Schoolfield, Jr.	130 Beagle Trail Wilmington, NC 28409	Consultant/Agent
	Access Point Public Affairs, LLC - Mindy M. Williams	13028 Dunhill Drive, Suite 100 Fairfax VA 22030	Consultant/Agent

* In the case of a condominium, the title owner, contract purchaser, or lessee of 10% or more of the units in the condominium.

** In the case of a TRUSTEE, list Name of Trustee, name of Trust, if applicable, and name of each beneficiary.

Check if applicable:

X There are additional Real Parties in Interest. See Attachment to Paragraph C-1.

I, Ben I. Wales, do hereby state that I am an

 Applicant

X Applicant's Authorized Agent listed in Section C.1. below

in Application Number(s): SPEX 2009-0037 & SPEX 2009-0038

and that to the best of my knowledge and belief, the following information is true:

C. DISCLOSURES: REAL PARTIES IN INTEREST AND LAND USE PROCEEDINGS

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PIN	NAME (First, M.I., Last)	ADDRESS (Street, City, State, Zip Code)	RELATIONSHIP (Listed in bold above)
	The Engineering Groupe - Christopher J. Lupia - Joyce M. Lupia	13580 Groupe Drive, Woodbridge, VA 22192	Engineer/Agent
	Archcentric PC - David C. Baker - Richard L. Hoffman	7951 East Maplewood Avenue, Suite 250, Greenwood Village, CO 80111	Architect/Agent
	Cooley Godward Kronish LLP -Antonio J. Calabrese -Mark C. Looney -Colleen P. Gillis Snow -Jill S. Parks -Brian J. Winterhalter -Shane M. Murphy -Jeffrey A. Nein -John P. Custis -Ben I. Wales -Molly M. Novotny	11951 Freedom Drive, Suite 1500 Reston, VA 20190-5656	Attorney/Agents

* In the case of a condominium, the title owner, contract purchaser, or lessee of 10% or more of the units in the condominium.

** In the case of a TRUSTEE, list Name of Trustee, name of Trust, if applicable, and name of each beneficiary.

Check if applicable:

 There are additional Real Parties in Interest. See Attachment to Paragraph C-1.

2. CORPORATION INFORMATION (see also Instructions, Paragraph B.3 above)

The following constitutes a listing of the **SHAREHOLDERS** of all corporations disclosed in this affidavit who own 10% or more of any class of stock issued by said corporation, and where such corporation has 100 or fewer shareholders, a listing of all of the shareholders, **and if such corporation is an owner of the subject land**, all **OFFICERS** and **DIRECTORS** of such corporation. (Include sole proprietorships, limited liability companies and real estate investment trusts).

Name and Address of Corporation: (complete name, street address, city, state, zip code)

Discovery Productions Group, Inc., One Discovery Place, Silver Spring, MD 20910

Description of Corporation:

X There are 100 or fewer shareholders and all shareholders are listed below.

___ There are more than 100 shareholders, and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.

___ There are more than 100 shareholders but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

___ There are more than 500 shareholders and stock is traded on a national or local stock exchange.

Names of Shareholders:

SHAREHOLDER NAME (First, M.I., Last)	SHAREHOLDER NAME (First, M.I., Last)
Discovery Communications LLC	

Names of Officers and Directors:

NAME (First, M.I., Last)	Title (e.g. President, Treasurer)
David M. Zaslav	President and Chief Executive Officer
Mark G. Hollinger (former)	Chief Operating Officer
Joseph A. LaSala, Jr.	Sr. Executive VP, General Counsel & Secretary
Bradley E. Singer	Chief Financial Officer and Treasurer
David R. Kline	Chief Information Officer
John K. Honeycutt	Executive Vice President, Chief Media Technology Officer
Larry W. Laque	Executive Vice President, Global Shared Services
Marc C. Filut	Senior Vice President – Tax
Glenn A. DeFriest	VP – Infrastructure Engineering & Facility
Peter (nmi) Liguori	Chief Operating Officer

Check if applicable:

X There is additional Corporation Information. See Attachment to Paragraph C-2.

2. CORPORATION INFORMATION (see also Instructions, Paragraph B.3 above)

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Name and Address of Corporation: (complete name, street address, city, state, zip code)

Discovery Communications LLC, One Discovery Place, Silver Spring, MD 20910

Description of Corporation:

X There are 100 or fewer shareholders and all shareholders are listed below.

___ There are more than 100 shareholders, and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.

___ There are more than 100 shareholders but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

___ There are more than 500 shareholders and stock is traded on a national or local stock exchange.

Names of Shareholders:

SHAREHOLDER NAME (First, M.I., Last)	SHAREHOLDER NAME (First, M.I., Last)
Discovery Communications Holding, LLC	

Names of Officers and Directors:

NAME (First, M.I., Last)	Title (e.g. President, Treasurer)
John S. Hendricks	Chairman
David M. Zaslav	President and Chief Executive Officer
Mark G. Hollinger (former)	Chief Operating Officer
Joseph A. LaSala, Jr.	Sr. Executive VP, General Counsel & Secretary
Bradley E. Singer	Chief Financial Officer and Treasurer
Adria Alpert Romm	Senior Executive Vice President – Human Resources
Bruce L. Campbell	President – Digital Media & Business Development
Marc C. Filut	Senior Vice President - Tax
Eugenia S. Collis	Vice President – Assistant Treasurer
Peter (nmi) Liguori	Chief Operating Officer

Check if applicable:

X There is additional Corporation Information. See Attachment to Paragraph C-2.

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Name and Address of Corporation: (complete name, street address, city, state, zip code)

Discovery Communications Holding, LLC, One Discovery Place, Silver Spring, MD 20910

Description of Corporation:

X There are 100 or fewer shareholders and all shareholders are listed below.

___ There are more than 100 shareholders, and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.

___ There are more than 100 shareholders but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

___ There are more than 500 shareholders and stock is traded on a national or local stock exchange.

Names of Shareholders:

SHAREHOLDER NAME (First, M.I., Last)	SHAREHOLDER NAME (First, M.I., Last)
Discovery Communications, Inc.	
DHC Discovery Inc.	

Names of Officers and Directors:

NAME (First, M.I., Last)	Title (e.g. President, Treasurer)
John S. Hendricks	Chairman
David M. Zaslav	President and Chief Executive Officer
Mark G. Hollinger (former)	Chief Operating Officer
Joseph A. LaSala, Jr.	Sr. Executive VP, General Counsel & Secretary
Bradley E. Singer	Chief Financial Officer and Treasurer
Marc C. Filut	Senior Vice President - Tax
Eugenia S. Collis	Vice President – Assistant Treasurer
Peter (nmi) Liguori	Chief Operating Officer

Check if applicable:

X There is additional Corporation Information. See Attachment to Paragraph C-2.

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The following constitutes a listing of the **SHAREHOLDERS** of all corporations disclosed in this affidavit who own 10% or more of any class of stock issued by said corporation, and where such corporation has 100 or fewer shareholders, a listing of all of the shareholders, and if such corporation is an owner of the subject land, all **OFFICERS** and **DIRECTORS** of such corporation. (Include sole proprietorships, limited liability companies and real estate investment trusts).

Name and Address of Corporation: (complete name, street address, city, state, zip code)

Discovery Communications, Inc., One Discovery Place, Silver Spring, MD 20910

Description of Corporation:

☐ There are 100 or fewer shareholders and all shareholders are listed below.

☐ There are more than 100 shareholders, and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.

☐ There are more than 100 shareholders but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

☒ There are more than 500 shareholders and stock is traded on a national or local stock exchange.

Names of Shareholders:

SHAREHOLDER NAME (First, M.I., Last)	SHAREHOLDER NAME (First, M.I., Last)

Names of Officers and Directors:

NAME (First, M.I., Last)	Title (e.g. President, Treasurer)	NAME (First, M.I., Last)	Title (e.g. President, Treasurer)
John S. Hendricks	Founder & Director	John C. Malone	Director
David M. Zaslav	President and Chief Executive Officer	Robert R. Bennett	Director
Mark G. Hollinger (former)	Chief Operating Officer and Sr. Executive VP – Corporate Operations	Paul A. Gould	Director
Bradley E. Singer	Sr. Executive VP, Chief Financial Officer and Treasurer	M. LaVoy Robison	Director
Joseph A. LaSala, Jr.	Sr. Executive VP, General Counsel & Secretary	J. David Wargo	Director
Adria Alpert Romm	Senior Executive VP – Human Resources	Robert R. Beck	Director
Thomas R. Colan	Executive VP, Chief Accounting Officer	Robert J. Miron	Director
Bruce L. Campbell	President – Digital Media & Corporate Development	Steven A. Miron	Director
Craig I. Felenstein	Senior VP – Investor Relations	Lawrence S. Kramer	Director
Marc C. Filut	Senior VP - Tax		
Joseph D. Abruzzese	President – Advertising Sales US Networks		
William F Goodwyn	President – Domestic Distribution and Enterprises		
Peter (nmi) Liguori	Chief Operating Officer		

Check if applicable:

☒ There is additional Corporation Information. See Attachment to Paragraph C-2.

2. CORPORATION INFORMATION (see also Instructions, Paragraph B.3 above)

The following constitutes a listing of the **SHAREHOLDERS** of all corporations disclosed in this affidavit who own 10% or more of any class of stock issued by said corporation, and where such corporation has 100 or fewer shareholders, a listing of all of the shareholders, **and if such corporation is an owner of the subject land**, all **OFFICERS** and **DIRECTORS** of such corporation. (Include sole proprietorships, limited liability companies and real estate investment trusts).

Name and Address of Corporation: (complete name, street address, city, state, zip code)

DHC Discovery Inc., One Discovery Place, Silver Spring, MD 20910

Description of Corporation:

X There are 100 or fewer shareholders and all shareholders are listed below.

___ There are more than 100 shareholders, and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.

___ There are more than 100 shareholders but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

___ There are more than 500 shareholders and stock is traded on a national or local stock exchange.

Names of Shareholders:

SHAREHOLDER NAME (First, M.I., Last)	SHAREHOLDER NAME (First, M.I., Last)
AMHI, LLC	

Names of Officers and Directors:

NAME (First, M.I., Last)	Title (e.g. President, Treasurer)
David M. Zaslav	President and Chief Executive Officer
Mark G. Hollinger (former)	Chief Operating Officer
Joseph A. LaSala, Jr.	Sr. Executive VP, General Counsel & Secretary
Bradley E. Singer	Chief Financial Officer and Treasurer
Marc C. Filut	Senior Vice President - Tax
Peter (nmi) Liguori	Chief Operating Officer

Check if applicable:

X There is additional Corporation Information. See Attachment to Paragraph C-2.

2. CORPORATION INFORMATION (see also Instructions, Paragraph B.3 above)

The following constitutes a listing of the **SHAREHOLDERS** of all corporations disclosed in this affidavit who own 10% or more of any class of stock issued by said corporation, and where such corporation has 100 or fewer shareholders, a listing of all of the shareholders, and if such corporation is an owner of the subject land, all **OFFICERS** and **DIRECTORS** of such corporation. (Include sole proprietorships, limited liability companies and real estate investment trusts).

Name and Address of Corporation: (complete name, street address, city, state, zip code)

AMHI, LLC, One Discovery Place, Silver Spring, MD 20910

Description of Corporation:

X There are 100 or fewer shareholders and all shareholders are listed below.

___ There are more than 100 shareholders, and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.

___ There are more than 100 shareholders but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

___ There are more than 500 shareholders and stock is traded on a national or local stock exchange.

Names of Shareholders:

SHAREHOLDER NAME (First, M.I., Last)	SHAREHOLDER NAME (First, M.I., Last)
Discovery Holding Company	

Names of Officers and Directors:

NAME (First, M.I., Last)	Title (e.g. President, Treasurer)
David M. Zaslav	President and Chief Executive Officer
Mark G. Hollinger (former)	Chief Operating Officer
Joseph A. LaSala, Jr.	Sr. Executive VP, General Counsel & Secretary
Bradley E. Singer	Chief Financial Officer and Treasurer
Marc C. Filut	Senior Vice President - Tax
Peter (nmi) Liguori	Chief Operating Officer

Check if applicable:

X There is additional Corporation Information. See Attachment to Paragraph C-2.

2. CORPORATION INFORMATION (see also Instructions, Paragraph B.3 above)

The following constitutes a listing of the **SHAREHOLDERS** of all corporations disclosed in this affidavit who own 10% or more of any class of stock issued by said corporation, and where such corporation has 100 or fewer shareholders, a listing of all of the shareholders, and if such corporation is an owner of the subject land, all **OFFICERS** and **DIRECTORS** of such corporation. (Include sole proprietorships, limited liability companies and real estate investment trusts).

Name and Address of Corporation: (complete name, street address, city, state, zip code)

Discovery Holding Company, One Discovery Place, Silver Spring, MD 20910

Description of Corporation:

X There are 100 or fewer shareholders and all shareholders are listed below.

___ There are more than 100 shareholders, and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.

___ There are more than 100 shareholders but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

___ There are more than 500 shareholders and stock is traded on a national or local stock exchange.

Names of Shareholders:

SHAREHOLDER NAME (First, M.I., Last)	SHAREHOLDER NAME (First, M.I., Last)
Discovery Communications, Inc.	

Names of Officers and Directors:

NAME (First, M.I., Last)	Title (e.g. President, Treasurer)
David M. Zaslav	President
Mark G. Hollinger (former)	Vice President
Joseph A. LaSala, Jr.	Vice President, General Counsel & Secretary
Bradley E. Singer	Vice President & Treasurer
Marc C. Filut	Vice President - Tax
Peter (nmi) Liguori	Chief Operating Officer

Check if applicable:

X There is additional Corporation Information. See Attachment to Paragraph C-2.

2. CORPORATION INFORMATION (see also Instructions, Paragraph B.3 above)

The following constitutes a listing of the **SHAREHOLDERS** of all corporations disclosed in this affidavit who own 10% or more of any class of stock issued by said corporation, and where such corporation has 100 or fewer shareholders, a listing of all of the shareholders, **and if such corporation is an owner of the subject land**, all **OFFICERS** and **DIRECTORS** of such corporation. (Include sole proprietorships, limited liability companies and real estate investment trusts).

Name and Address of Corporation: (complete name, street address, city, state, zip code)

Precision Consulting, Inc., 130 Beagle Trail, Wilmington, NC 28409

Description of Corporation:

☒ *There are 100 or fewer shareholders and all shareholders are listed below.*

☐ *There are more than 100 shareholders, and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.*

☐ *There are more than 100 shareholders but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.*

☐ *There are more than 500 shareholders and stock is traded on a national or local stock exchange.*

Names of Shareholders:

SHAREHOLDER NAME <i>(First, M.I., Last)</i>	SHAREHOLDER NAME <i>(First, M.I., Last)</i>
James E. Schoolfield, Jr.	
Rhonda F. Schoolfield	

Names of Officers and Directors:

NAME <i>(First, M.I., Last)</i>	Title <i>(e.g. President, Treasurer)</i>
James F. Schoolfield, Jr.	President
Rhonda F. Schoolfield	Secretary/Treasurer

Check if applicable:

☒ *There is additional Corporation Information. See Attachment to Paragraph C-2.*

2. CORPORATION INFORMATION (see also Instructions, Paragraph B.3 above)

The following constitutes a listing of the **SHAREHOLDERS** of all corporations disclosed in this affidavit who own 10% or more of any class of stock issued by said corporation, and where such corporation has 100 or fewer shareholders, a listing of all of the shareholders, and if such corporation is an owner of the subject land, all **OFFICERS** and **DIRECTORS** of such corporation. (Include sole proprietorships, limited liability companies and real estate investment trusts).

Name and Address of Corporation: (complete name, street address, city, state, zip code)

Access Point Public Affairs, LLC, 13028 Dunhill Drive, Suite 100, Fairfax VA 22030

Description of Corporation:

☒ There are 100 or fewer shareholders and all shareholders are listed below.

☐ There are more than 100 shareholders, and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.

☐ There are more than 100 shareholders but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

☐ There are more than 500 shareholders and stock is traded on a national or local stock exchange.

Names of Shareholders:

SHAREHOLDER NAME (First, M.I., Last)	SHAREHOLDER NAME (First, M.I., Last)
Mindy M. Williams	
Michael P. Carlin	

Names of Officers and Directors:

NAME (First, M.I., Last)	Title (e.g. President, Treasurer)
Mindy M. Williams	Partner
Michael P. Carlin	Partner

Check if applicable:

☒ There is additional Corporation Information. See Attachment to Paragraph C-2.

2. CORPORATION INFORMATION (see also Instructions, Paragraph B.3 above)

The following constitutes a listing of the **SHAREHOLDERS** of all corporations disclosed in this affidavit who own 10% or more of any class of stock issued by said corporation, and where such corporation has 100 or fewer shareholders, a listing of all of the shareholders, and if such corporation is an owner of the subject land, all **OFFICERS** and **DIRECTORS** of such corporation. (Include sole proprietorships, limited liability companies and real estate investment trusts).

Name and Address of Corporation: (complete name, street address, city, state, zip code)

The Engineering Groupe, 13580 Groupe Drive, Woodbridge, VA 22192

Description of Corporation:

X There are 100 or fewer shareholders and all shareholders are listed below.

___ There are more than 100 shareholders, and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.

___ There are more than 100 shareholders but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

___ There are more than 500 shareholders and stock is traded on a national or local stock exchange.

Names of Shareholders:

SHAREHOLDER NAME (First, M.I., Last)	SHAREHOLDER NAME (First, M.I., Last)
John S. Groupe, IV	

Names of Officers and Directors:

NAME (First, M.I., Last)	Title (e.g. President, Treasurer)
John S. Groupe, IV	President
Teresa L. Groupe	Secretary
Bruce A. Reese	Officer

Check if applicable:

X There is additional Corporation Information. See Attachment to Paragraph C-2.

2. CORPORATION INFORMATION (see also Instructions, Paragraph B.3 above)

The following constitutes a listing of the **SHAREHOLDERS** of all corporations disclosed in this affidavit who own 10% or more of any class of stock issued by said corporation, and where such corporation has 100 or fewer shareholders, a listing of all of the shareholders, and if such corporation is an owner of the subject land, all **OFFICERS** and **DIRECTORS** of such corporation. (Include sole proprietorships, limited liability companies and real estate investment trusts).

Name and Address of Corporation: (complete name, street address, city, state, zip code)

Archcentric PC, 7951 East Maplewood Avenue, Suite 250, Greenwood Village, CO 80111

Description of Corporation:

X There are 100 or fewer shareholders and all shareholders are listed below.

___ There are more than 100 shareholders, and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.

___ There are more than 100 shareholders but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

___ There are more than 500 shareholders and stock is traded on a national or local stock exchange.

Names of Shareholders:

SHAREHOLDER NAME (First, M.I., Last)	SHAREHOLDER NAME (First, M.I., Last)
David C. Baker	
Richard L. Hoffman	
Timothy K. Green	
Christopher T Shipman	

Names of Officers and Directors:

NAME (First, M.I., Last)	Title (e.g. President, Treasurer)
David C. Baker	President
Richard L. Hoffman	Secretary
Timothy K. Green	Treasurer
Christopher T Shipman	Vice President

Check if applicable:

X There is additional Corporation Information. See Attachment to Paragraph C-2.

3. PARTNERSHIP INFORMATION

The following constitutes a listing of all of the **PARTNERS**, both **GENERAL** and **LIMITED**, in any partnership disclosed in the affidavit.

Partnership name and address: (complete name, street address, city, state, zip)

Cooley Godward Kronish LLP, 11951 Freedom Drive, Suite 1500, Reston, VA 20190

X (check if applicable) The above-listed partnership has no limited partners.

Names and titles of the Partners:

<i>NAME</i> (First, M.I., Last)	<i>Title</i> (e.g. General Partner, Limited Partner, etc)
Jane K. Adams	Partner
Gian-Michele a Marca	Partner
Maureen P. Alger	Partner
Gordon C. Atkinson	Partner
Michael A. Attanasio	Partner
Jonathan P. Bach	Partner
Celia Goldwag Barenholtz	Partner
Frederick D. Baron	Partner
James A. Beldner	Partner

Check if applicable:

X Additional Partnership information attached. See Attachment to Paragraph C-3.

NAME (First, M.I., Last)	Title (e.g. General Partner, Limited Partner, etc)	NAME (First, M.I., Last)	Title (e.g. General Partner, Limited Partner, etc)
Keith J. Berets	Partner	Lester J. Fagen	Partner
Laura A. Berezin	Partner	Brent D. Fassett	Partner
Russell S. Berman	Partner	David J. Fischer	Partner
Laura Grossfield Birger	Partner	M. Wainwright Fishburn, Jr.	Partner
Barbara L. Borden	Partner	Jeffrey L. Cohen	Partner
Jodie M. Bourdet	Partner	Charles S. Kim	Partner
Wendy J. Brenner	Partner	John S. Kyle	Partner
Matthew J. Brigham	Partner	Daniel W. Frank	Partner
Robert J. Brigham	Partner	Richard H. Frank	Partner
John P. Brockland	Partner	William S. Freeman	Partner
James P. Brogan	Partner	Steven L. Friedlander	Partner
Nicole C. Brookshire	Partner	Thomas J. Friel, Jr.	Partner
Alfred L. Browne, III	Partner	Koji F. Fukumura	Partner
Matthew D. Brown	Partner	James F. Fulton, Jr.	Partner
Matthew T. Browne	Partner	Philip J. Gall	Partner
Robert T. Cahill	Partner	William S. Galliani	Partner
Antonio J. Calabrese	Partner	Stephen D. Gardner	Partner
Linda F. Callison	Partner	John M. Geschke	Partner
Roel C. Campos	Partner	Kathleen A. Goodhart	Partner
William Lesse Castleberry	Partner	Lawrence C. Gottlieb	Partner
Lynda K. Chandler	Partner	Shane L. Goudey	Partner
Dennis (nmi) Childs	Partner	William E. Grauer	Partner
Ethan E. Christensen	Partner	Jonathan G. Graves	Partner
Audrey K. Scott	Partner	Kimberley J. Kaplan-Gross	Partner
Samuel S. Coates	Partner	Paul E. Gross	Partner
Alan S. Cohen	Partner	Kenneth L. Guernsey	Partner
Thomas A. Coll	Partner	Patrick P. Gunn	Partner
Joseph W. Conroy	Partner	Zvi (nmi) Hahn	Partner
Jennifer B. Coplan	Partner	John B. Hale	Partner
Carolyn L. Craig	Partner	Andrew (nmi) Hartman	Partner
John W. Crittenden	Partner	Bernard L. Hatcher	Partner
Janet L. Cullum	Partner	Matthew B. Hemington	Partner
Nathan K. Cummings	Partner	Cathy Rae Hershcopf	Partner
John A. Dado	Partner	John (nmi) Hession	Partner
Craig E. Dauchy	Partner	Gordon K. Ho	Partner
Darren K. DeStefano	Partner	Suzanne Sawochka Hooper	Partner
Scott D. Devereaux	Partner	Mark M. Hrenya	Partner
Jennifer Fonner DiNucci	Partner	Christopher R. Hutter	Partner
Ian R. Shapiro	Partner	Jay R. Indyke	Partner
Michelle C. Doolin	Partner	Craig D. Jacoby	Partner
John C. Dwyer	Partner	Eric C. Jensen	Partner
Robert L. Eisenbach, III	Partner	Robert L. Jones	Partner

Check if applicable:

X Additional information for Item C-3 is included on an additional copy of page C-3.

NAME (First, M.I., Last)	Title (e.g. General Partner, Limited Partner, etc)	NAME (First, M.I., Last)	Title (e.g. General Partner, Limited Partner, etc)
Barclay J. Kamb	Partner	Timothy J. Moore	Partner
Richard S. Kanowitz	Partner	Webb B. Morrow, III	Partner
Jeffrey S. Karr	Partner	Kevin P. Mullen	Partner
Scott L. Kaufman	Partner	Frederick T. Muto	Partner
Sally A. Kay	Partner	Ryan (nmi) Naftulin	Partner
J. Michael Kelly	Partner	Stephen C. Neal	Partner
Jason L. Kent	Partner	James E. Nesland	Partner
James C. Kitch	Partner	Alison (nmi) Newman	Partner
Michael J. Klisch	Partner	William H. O'Brien	Partner
Michael H. Knight	Partner	Thomas D. O'Connor	Partner
Jason (nmi) Koral	Partner	Vincent P. Pangrazio	Partner
Barbara A. Kosacz	Partner	Timothy G. Patterson	Partner
Kenneth J. Krisko	Partner	Anne H. Peck	Partner
John G. Lavoie	Partner	D. Bradley Peck	Partner
Robin J. Lee	Partner	Susan Cooper Philpot	Partner
Shira Nadich Levin	Partner	Benjamin D. Pierson	Partner
Alan (nmi) Levine	Partner	Frank V. Pietrantonio	Partner
Michael S. Levinson	Partner	Mark B. Pitchford	Partner
Elizabeth L. Lewis	Partner	Michael L. Platt	Partner
Michael R. Lincoln	Partner	Christian E. Plaza	Partner
James C. T. Linfield	Partner	Lori R.E. Ploeger	Partner
David A. Lipkin	Partner	Thomas F. Poche	Partner
Chet F. Lipton	Partner	Anna B. Pope	Partner
Cliff Z. Liu	Partner	Marya A. Postner	Partner
Samuel M. Livermore	Partner	Steve M. Przesmicki	Partner
Douglas P. Lobel	Partner	Seth A. Rafkin	Partner
J. Patrick Loofbourrow	Partner	Frank F. Rahmani	Partner
Mark C. Looney	Partner	Marc (nmi) Recht	Partner
Robert B. Lovett	Partner	Thomas Z. Reicher	Partner
Andrew P. Lustig	Partner	Jordan A. Silber	Partner
Michael X. Marinelli	Partner	Michael G. Rhodes	Partner
John T. McKenna	Partner	Michelle S. Rhyu	Partner
Daniel P. Meehan	Partner	Julie M. Robinson	Partner
Beatriz (nmi) Mejia	Partner	Ricardo (nmi) Rodriguez	Partner
Thomas C. Meyers	Partner		
Erik B. Milch	Partner	Jane (nmi) Ross	Partner
Robert H. Miller	Partner	Richard S. Rothberg	Partner
Chadwick L. Mills	Partner	Adam J. Ruttenberg	Partner
Brian E. Mitchell	Partner	Adam (nmi) Salassi (former)	Partner
Patrick J. Mitchell	Partner	Thomas R. Salley, III	Partner
Ann M. Mooney	Partner	Richard S. Sanders	Partner
Gary H. Moore	Partner	Glen Y. Sato	Partner

Check if applicable:

X Additional information for Item C-3 is included on an additional copy of page C-3.

NAME (First, M.I., Last)	Title (e.g. General Partner, Limited Partner, etc)	NAME (First, M.I., Last)	Title (e.g. General Partner, Limited Partner, etc)
Martin S. Schenker	Partner	John H. Toole	Partner
Joseph A. Scherer	Partner	Robert J. Tosti	Partner
		Michael S. Tuscan	Partner
Renee (nmi) Schwartz	Partner	Edward Van Geison	Partner
William J. Schwartz	Partner	Miguel J. Vega	Partner
Brent B. Siler	Partner	Erich E. Veitenheimer, III	Partner
Gregory A. Smith	Partner	Aaron J. Velli	Partner
Whitty (nmi) Somvichian	Partner	Robert R. Vieth	Partner
Mark D. Spoto	Partner	Lois K. Voelz	Partner
Wayne O. Stacy	Partner	Craig A. Waldman	Partner
Neal J. Stephens	Partner	Kent M. Walker	Partner
Donald K. Stern	Partner	David A. Walsh	Partner
Michael D. Stern	Partner	David M. Warren	Partner
Anthony M. Stiegler	Partner	Steven K. Weinberg	Partner
Steven M. Strauss	Partner	Thomas S. Welk	Partner
Myron G. Sugarman	Partner	Christopher A. Westover	Partner
Christopher J. Sundermeier	Partner	Francis R. Wheeler	Partner
Ronald R. Sussman	Partner	Brett D. White	Partner
C. Scott Talbot	Partner	Peter J. Willsey	Partner
Mark P. Tanoury	Partner	Nancy H. Wojtas	Partner
Philip C. Tencer	Partner	Jessica R. Wolff	Partner
Gregory C. Tenhoff	Partner	Nan (nmi) Wu	Partner
Michael E. Tenta	Partner		
Timothy S. Teter	Partner	Kevin J. Zimmer	Partner
Mazda K. Antia	Partner	Natasha V. Leskovsek	Partner
Elias J. Blawie	Partner	Bonnie Weiss McLeod	Partner
Connie N. Bertram	Partner	Mark A. Medearis	Partner
Wendy (nmi) Davis	Partner	Keith A. Miller	Partner
Renee R. Deming	Partner	Ian (nmi) O'Donnell	Partner
Eric S. Edwards	Partner	Amy E. Paye	Partner
Sonya F. Erickson	Partner	John W. Robertson	Partner
Alison J. Freeman-Gleason	Partner	John H. Sellers	Partner
Jon E. Gavenman	Partner	Mark B. Weeks	Partner
Jeffrey M. Gutkin	Partner	Mark (nmi) Weinstein	Partner
Chrystal N. Jensen	Partner	Mark (nmi) Windfield-Hansen	Partner
Mark L. Johnson	Partner	Mavis L. Yee	Partner
Heidi (nmi) Keefe	Partner	Christopher C. Campbell	Partner
Kevin F. Kelly	Partner	Babak (nmi) Yaghmaie	Partner
Kristen D. Kercher	Partner	Colleen Gillis Snow	Partner
Mark (nmi) Lambert	Partner	Peter H. Werner	Partner
		Thomas R. Amis	Partner
		Christopher J. Austin	Partner
		Nikesh (nmi) Patel	Partner

Check if applicable:

___ Additional information for Item C-3 is included on an additional copy of page C-3.

4. ADDITIONAL INFORMATION

- a. One of the following options **must** be checked:

☐ In addition to the names listed in paragraphs C. 1, 2, and 3 above, the following is a listing of any and all other individuals who own in the aggregate (directly as a shareholder, partner, or beneficiary of a trust) 10% or more of the APPLICANT, TITLE OWNER, CONTRACT PURCHASER, or LESSEE of the land:

☒ Other than the names listed in C. 1, 2 and 3 above, no individual owns in the aggregate (directly as a shareholder, partner, or beneficiary of a trust) 10% or more of the APPLICANT, TITLE OWNER, CONTRACT PURCHASER, or LESSEE of the land:

Check if applicable:

☐ Additional information attached. See Attachment to Paragraph C-4(a).

- b. That no member of the Loudoun County Board of Supervisors, Planning Commission, Board of Zoning Appeals or any member of his or her immediate household owns or has any financial interest in the subject land either individually, by ownership of stock in a corporation owning such land, or through an interest in a partnership owning such land, or as beneficiary of a trust owning such land.

EXCEPT AS FOLLOWS: (If none, so state). None.

Check if applicable:

☐ Additional information attached. See Attachment to Paragraph C-4(b).

- c. That within the twelve-month period prior to the public hearing for this application, no member of the Loudoun County Board of Supervisors, Board of Zoning Appeals, or Planning Commission or any member of his immediate household, either individually, or by way of partnership in which any of them is a partner, employee, agent or attorney, or through a partner of any of them, or through a corporation (as defined in the Instructions at Paragraph B.3) in which any of them is an officer, director, employee, agent or attorney or holds 10% or more of the outstanding bonds or shares of stock of a particular class, has or has had any business or financial relationship (other than any ordinary customer or depositor relationship with a retail establishment, public utility, or bank), including receipt of any gift or donation having a value of \$100 or more, singularly or in the aggregate, with or from any of those persons or entities listed above.

EXCEPT AS FOLLOWS: (If none, so state). None.

Check if applicable:

☐ Additional information attached. See Attachment to Paragraph C-4(c).

D. COMPLETENESS

That the information contained in this affidavit is complete, that all partnerships, corporations (as defined in Instructions, Paragraph B.3), and trusts owning 10% or more of the APPLICANT, TITLE OWNER, CONTRACT PURCHASER, OR LESSEE of the land have been listed and broken down, and that prior to each hearing on this matter, I will reexamine this affidavit and provide any changed or supplemental information, including any gifts or business or financial relationships of the type described in Section C above, that arise or occur on or after the date of this Application.

WITNESS the following signature:

Ben Wales

check one: [] Applicant or [X] Applicant's Authorized Agent

Ben I. Wales, Senior Urban Planner

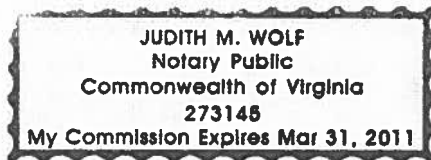
(Type or print first name, middle initial and last name and title of signee)

Subscribed and sworn before me this 17th day of February 2010, in the State/Commonwealth of Virginia, in the County/City of Fairfax.

Judith M. Wolf
Notary Public

My Commission Expires: 3/31/2011

421092 v2/RE



DISCOVERY PRODUCTIONS GROUP, INC.

STATEMENT OF JUSTIFICATION

I. APPLICATION OVERVIEW

Discovery Productions Group, Inc. ("Discovery" or the "Applicant") is the owner of approximately 7.86 acres at the intersection of Shaw Road and Terminal Drive (the "Property"). The Applicant is seeking Special Exception ("SPEX") approval to allow the positioning of ground-mounted satellite antennas and associated infrastructure on the Property, which are associated with the existing Discovery office building at 45580 Terminal Drive. This building accommodates a television production facility and data storage and computer operations center.

Discovery is the world's number one nonfiction media company, reaching more than 1.5 billion cumulative subscribers in over 170 countries. Discovery currently originates all of its domestic network out of the Sterling facility, which has a full-time staff of over 100 employees.

II. PROPERTY LOCATION

The Property lies within an area developed with flex-industrial and office uses to the east of Route 28 in the Dulles district. It is bounded to the south and west by Shaw Road and to the east by Terminal Drive. To the north lies the Loudoun Station Business Center, which is developed with flex-industrial units. The Property is zoned PD-IP ("Planned Development-Industrial Park") under the 1972 Loudoun County Zoning Ordinance and is more particularly identified as Tax Map 94((10)), Parcel 1 (MCPI# 033-16-5945). All parcels surrounding the Property are also zoned PD-IP and planned for Business uses in the Loudoun County Revised General Plan.

III. BACKGROUND

Discovery seeks SPEX approval under Section 722.3.2 of the Zoning Ordinance to enable the use of a portion of the Property (previously known as Lot 56) for commercial office uses. Further Discovery also seeks SPEX approval for communications and transmission facilities (also under Section 722.3.2 of the Ordinance) to allow the provision of transmitting ground-mounted satellite antennas on this portion of the Property. The specific SPEX use being requested falls under the category of 'Public utility, communications and transmission facilities', however, Discovery is only proposing communications and transmission facilities.

Until May 2007, the Property consisted of two separate parcels; Lot 1, which accommodated Discovery's building at 45580 Terminal Drive and Lot 56, which was the area currently developed with ground-mounted satellite antennas immediately west of the office building. In May 2007 a boundary line adjustment was granted allowing the consolidation of Lots 1 and 56 to form the area defined above as the Property. However, the consolidation of the two Lots combined parcels that were covered by different legislative approvals.

In 1986, SPEX approval was granted by the Board of Supervisors permitting the use of Lot 1 for commercial offices use (SPEX 1985-00500 Commonwealth Center). This approval did not extend to Lot 56, which was at that time under separate ownership. The special exception use was implemented on Lot 1 and the land used to accommodate Discovery's Sterling facility. Confirmation was subsequently provided by the Zoning Administrator that the Discovery facility constituted a commercial office use and receive-only satellite antennas could be erected on the Property as a use accessory to the approved office use.

As Discovery's operations in Sterling expanded, it acquired the adjacent Lot 56 and consolidated Lots 1 and 56 into one parcel through approval of a boundary line adjustment, (as discussed above). This consolidation was followed by approval of a Site Plan Revision (STPR 2007-0022) in September 2007, permitting the erection of several receive-only, ground-mounted satellite antennas, on the portion of the Property previously known as Lot 56. As discussed above these antennas are considered an accessory use to a commercial office SPEX use. However, as this portion of the Property was not subject to the Commonwealth Center SPEX approval, the antennas should not have been granted STPR approval. Discovery was made aware of this by Zoning Administration Staff in August 2009.

IV. SPECIAL EXCEPTION PROPOSAL

The Applicant is now seeking to bring the Property into conformance with the Zoning Ordinance by requesting a commercial office SPEX use across the portion of the Property not covered by the Commonwealth Center approval (the area previously known as Lot 56). Further, the Applicant seeks SPEX approval to allow the positioning of satellite antennas on the Property that can transmit information, rather than only being able to receive it. As discussed above, these types of antennas are not considered as accessory to a commercial office use and therefore, require SPEX approval under Section 722.3.2 of the Zoning Ordinance. Discovery seeks to provide eight transmitting satellite antennas under this SPEX request (that is, eight antennas in addition to the by-right receive-only antennas permitted on the Property). The sizes of both the by-right and proposed antennas are shown on Exhibit A. To serve these transmitting antennas, the Applicant must also provide a 2,000 square foot building. This structure will be approximately 13 feet in height (please anticipated elevation shown on Exhibit A).

The Applicant anticipates that the proposed antennas and associated building will ultimately be positioned as generally shown on Exhibit B. However, the Applicant requires the flexibility to be able to change the locations of approved and by-right antennas as it develops this layout over the coming years. To enable this, to allow Discovery to continue to meet the demand of its successful operations and to benefit from changes in technology, this application seeks flexibility in the location of satellite antennas erected on the Property. As discussed with Staff at the pre-application conference, the Applicant is, therefore, proposing that all antennas (both the existing by-right antennas and the eight transmitting antennas) and supporting infrastructure, will be positioned within a defined envelope. This defined area is identified on Sheet 4 of the SPEX Plat. Sheet 2 of Exhibit B shows that the required Type 4 Buffer Yard plantings along the Shaw Road property boundary will prevent views of the proposed antennas and building – it is important to note that the antennas and building, as shown on Sheet 1 of Exhibit B, have been included on this graphic behind the required vegetation.

As part of the proposal the Applicant reserves the right to request, at the time of site plan revision, the modification of a portion of the Type 4 Buffer Yard required along the northern Property boundary. As part of the approval of STPR 2007-0022, the Zoning Administrator approved a reduction of the width of a section of the required buffer yard from 20 ft. to 10 ft. (across 270 feet of the 528 foot length of the property boundary). The Zoning Administrator also approved the modification of planting standards within the modified portion of the buffer yard to remove the requirement for the planting of deciduous trees. These modifications were requested to:

- Ensure that obstructions from trees and buildings on adjacent lots are avoided - the antenna erected along the northern Property boundary require very low look angles towards western and eastern satellites (approximately 7-degrees above the horizon) and need to be as close to the northern Property line as possible.
- Provide space to the rear of the antennas to allow for the maneuvering of a lift to allow for maintenance and repairs of the facilities.
- Ensure that branches and falling limbs from deciduous trees do not damage the satellite antennas.

To mitigate the buffer yard modification the Applicant provided approximately 4 evergreen trees and 12 shrubs per 100 linear feet and an 8 foot high stockade fence along the northern Property line. It is also important to note that the Loudoun Station Business Park, to the north of this Property boundary, lies at a much lower elevation. Therefore, the higher elevation of the Property, together with the existing and proposed planting and stockade fence will prevent views into the Property from the north.

The Applicant seeks to reserve the right to request the same modification of the Ordinance requirements at the STPR stage of this project as has already been approved. A copy of the waiver approval letter issued by the Zoning Administrator is attached as Exhibit C.

V. COMPLIANCE WITH THE REVISED GENERAL PLAN

The Loudoun County Revised General Plan ("RGP") identifies the Property as being planned for Business uses and being within the Suburban Policy Area. The proposal complies with the policies of the RGP, which encourages office uses and light industrial uses in areas designated for Business uses. The proposed use is also governed by the policies of the Strategic Land Use Plan for Telecommunications Facilities (the "Telecommunications Plan"). However, the policies of the Telecommunications Plan do not specifically address the types of ground-mounted satellite antennas proposed by the Applicant and instead focus on communication towers or monopoles and antennas attached to these types of facilities. Notwithstanding the above, the proposal does comply with the underlying intent of the policies included in the Plan.

The Telecommunications Plan discusses the County's preference for the co-location of telecommunication facilities or their location within area planned and zoned for industrial uses and employment areas. This application seeks to allow antennas to be provided on a property already developed with similar facilities. Further, the Property lies within an area planned for Business uses in the RGP and zoned PD-IP. We, therefore, believe the Property is an ideal location for the proposed antennas.

Another requirement of the Telecommunications Plan is for visual impacts of proposed antennas to be mitigated with screening and design. As confirmed on Sheet 4 of the SPEX Plat, Type 4 buffer planting is required along the Shaw Road Property boundary. As shown on the graphics included as Exhibit B, this planting will provide substantial screening of the proposed antennas. As discussed above, an 8 ft. stockade fence and buffer planting provides screening from properties to the north.

VI. SUMMARY

A portion of the Property is already covered by SPEX approval permitting commercial office and accessory uses. The Applicant seeks to allow these uses across the remainder of the Property. Further, the Applicant seeks the ability to provide ground-mounted satellite antennas on the Property capable of transmitting information (and that are not "receive-only"). Both of these SPEX requests seek uses identified in Section 722.3.2 of the Zoning Ordinance. The proposal is consistent with the land use policies of the RGP and Telecommunications Plan and is in conformance with the requirements of the Zoning Ordinance. Based on the foregoing, the Applicant respectfully requests favorable consideration of the application by Staff and the Board of Supervisors.

MATTERS FOR CONSIDERATION

In response to Section 1211.5 of the 1972 Zoning Ordinance, the following information is offered to address the guiding standards by which the Board of Supervisors will consider this application. The applicable standard is first provided, followed by the relevant information:

1. *To preserve the agricultural character of the County, and to discourage the inappropriate location of non-farm uses in agricultural areas.*

This application will not adversely impact the agricultural character of the County, nor will it inappropriately locate a non-farm use in an agricultural area. The Property is located in an area long designated for Business uses.

2. *To conserve the ground water supply in the areas of the County where it is limited.*

Any development of the Property will be accompanied by connection to public water and sewer. We therefore anticipate no negative impact to the County's ground water supply.

3. *To prevent high population density on soils that are incapable of providing adequate water supply, or of meeting proper sanitary requirements for sewage disposal.*

Residential development would not be appropriate on the Property and this application does not include a residential element. The proposed use will not generate a requirement for additional sewage disposal facilities.

4. *To protect against the overcrowding of land and undue density of population in relation to the community facilities existing or available.*

This application does not include any residential element and will therefore pose no additional burden to local community facilities.

5. *To facilitate orderly highway development and transportation, and lessen traffic hazards and congestion.*

This proposal will not generate a significant number of additional vehicle trips or impact the existing road network.

6. *To protect residential sections from unnecessary traffic, fire hazards, noise, noxious fumes, or offensive odors and other unwholesome conditions and influences.*

The Property is located in an area of the County designated for Business uses and will not generate unnecessary traffic, fire hazards, noise, noxious fumes, or offensive odors and other unwholesome conditions and influences. The Property is not proximate to any residential development.

7. *The proposed use at the specified location shall be in harmony with the policies embodied in the adopted comprehensive plan.*

As stated above, the Property is planned for Business uses in which office and light industrial uses are encouraged. The proposal is also subject to the policies of the Telecommunications Plan, which encourage the co-location of communications facilities and appropriate screening of facilities.

8. *The proposed use shall be in harmony with the general purpose and intent of the applicable zoning district regulations.*

The Property is zoned PD-IP under the 1972 Zoning Ordinance. PD-IP districts are intended to contain light and medium industrial uses. Section 722.3.2 of the 1972 Zoning Ordinance also permits commercial office uses and public utility, communications and transmission facilities subject to approval by the Board of Supervisors.

9. *The proposed use shall be such that it will not adversely affect the use or development of neighboring properties in accordance with the applicable zoning district regulations and the applicable provisions of the adopted comprehensive plan. The location, size and height of buildings, structures, walls and fences, and the nature and extent of screening, buffering and landscaping shall be such that the use will not hinder or discourage the appropriate development and use of adjacent or nearby land and/or buildings or impair the value thereof.*

The proposed uses are entirely consistent with existing development in the surrounding area. The surrounding parcels have been developed with office and flex-industrial uses, which will not be detrimentally affected by the proposed use. Existing and proposed landscaping and fencing will help screen the proposed satellite antennas.

EXHIBIT A

See Attachment 5

EXHIBIT B

See Attachment 5

EXHIBIT C

See Attachment 5



Ben I. Wales
(703) 456-8609
bwales@cooley.com

February 17, 2010

Sophia Fisher
Loudoun County Department of Planning
1 Harrison Street, S.E.
Leesburg, VA 20177-7000

RE: SPEX 2009-0037 & SPEX 2009-0038 – Discovery

Dear Sophia:

This letter responds to the Staff referral comments generated by the above referenced special exception applications. Each Staff comment is shown in italics and followed by our response.

Department of Building and Development – Zoning Administration

Comment: *Staff requests that either (1) a plat note be added to "Sheet 1" identifying the total number and maximum height of the proposed satellites, or (2) incorporate exhibits A and B into the proposed special exception plat.*

Response: Comment acknowledged. As we have discussed, we believe the confirmation of the maximum number and size of proposed antennas should be addressed through a development condition.

Comment: *Remove plat note #5 since this is not a district regulated under the 1972 Loudoun County Zoning Ordinance.*

Response: Comment acknowledged. Note 5 has been removed from the SPEX Plat cover sheet.

Department of Planning

Comment: *Staff recommends that the applicant commit to the proposed landscaping as shown on exhibit B and commit to the long-term maintenance and care of the proposed vegetated buffers to ensure the facility is adequately screened. Staff supports approval of the applications with conditions.*

Response: The landscaping shown on the Statement of Justification's Exhibit B represents plantings required by the Zoning Ordinance. The Applicant acknowledges the requirement to maintain the vegetation provided in required buffer yards on the Property and understands this will likely be set out in a development condition.



Sophia Fisher
February 17, 2010
Page Two

Office of Transportation Services

Comment: *OTS seeks clarification about the Applicant's future plans for the area containing the satellite antennas; staff is concerned about the possible implications associated with the first application (to permit an office use of the Property). Should uses other than the proposed antennas and support facility be contemplated on the site, a revised traffic statement/study would need to be provided to assess the potential need for road improvements in the area.*

Response: We are still working with Staff to appropriately address this comment.

Comment: *The vicinity map on Sheet 1 of the SPEX Plat should be revised to indicate the correct name of Route 28.*

Response: Comment acknowledged. Please see the corrected SPEX Plat.

Virginia Department of Transportation

Comment: *We have reviewed the above application as requested in your December 17, 2009 transmittal (received December 28, 2009). We have no objection to approval of this application.*

Response: Comment acknowledged and appreciated.

We trust this letter appropriately responds to the comments generated by this application. Should you require any further information, please do not hesitate to contact me.

Sincerely,

A handwritten signature in black ink, appearing to read "B. Wales".

Ben I. Wales

cc Glenn DeFreist, Discovery
Sumeet Seam, Discovery
Mark Looney, Cooley Godward Kronish LLP

430672 v1/RE